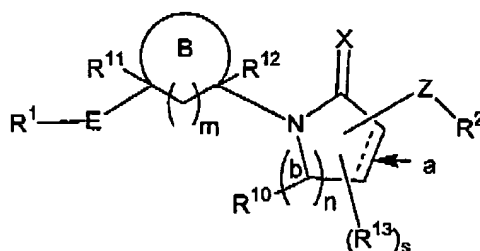


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10/776828AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions and listings of claims in the application.

***Listing of claims:***

1. (PREVIOUSLY PRESENTED) A compound of formula (I):



(I)

or a stereoisomer or a pharmaceutically acceptable salt thereof, wherein:

ring B is a cyclohexyl group, ring B being substituted with 0-2  $R^5$ ;

X is selected from O or S;

Z is  $-NR^9-$ ;

wherein neither Z nor  $R^{13}$  are connected to a carbon atom labeled (b);

bond (a) is a single bond;

E is selected from  $-S(O)_pCHR^e-$ ,  $-CHR^eNR^e-$ ,  $-C(O)-NR^e-$ ,  $-NR^eC(O)NR^e-$ ,  $-SO_2-NR^e-$ , and  $-NR^eSO_2NR^e-$ ;

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R<sup>e</sup> is independently selected from H and C<sub>1-3</sub> alkyl;

R<sup>1</sup> is selected from a C<sub>6-10</sub> aryl group substituted with 0-5 R<sup>6</sup>;

R<sup>2</sup> is selected from a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7</sup>;

R<sup>5</sup>, at each occurrence, is independently selected from H, =O, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CRR)<sub>r</sub>OH, (CRR)<sub>r</sub>SH, (CRR)<sub>r</sub>OR<sup>5d</sup>, (CRR)<sub>r</sub>SR<sup>5d</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CRR)<sub>r</sub>N(→O)R<sup>5a</sup>R<sup>5a</sup>, N<sub>3</sub>, (CRR)<sub>r</sub>C(O)OH, (CRR)<sub>r</sub>C(O)R<sup>5b</sup>, (CRR)<sub>r</sub>C(O)NR<sup>5a</sup>R<sup>5a</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>C(O)R<sup>5b</sup>, (CRR)<sub>r</sub>OC(O)NR<sup>5a</sup>R<sup>5a</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>C(O)OR<sup>5d</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>C(O)NR<sup>5a</sup>R<sup>5a</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>C(O)H, (CRR)<sub>r</sub>C(O)OR<sup>5d</sup>, (CRR)<sub>r</sub>OC(O)R<sup>5b</sup>, (CRR)<sub>r</sub>S(O)<sub>p</sub>R<sup>5b</sup>, (CRR)<sub>r</sub>S(O)<sub>2</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>S(O)<sub>2</sub>R<sup>5b</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>S(O)<sub>2</sub>NR<sup>5a</sup>R<sup>5a</sup>, C<sub>1-6</sub> haloalkyl, a (CRR)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>5c</sup>, and a (CRR)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>5c</sup>;

R<sup>5a</sup>, at each occurrence, is independently selected from H, methyl substituted with 0-1 R<sup>5g</sup>, C<sub>2-6</sub> alkyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>5e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>5e</sup>;

R<sup>5b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub>

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alkynyl substituted with 0-2  $R^{5e}$ , a  $(CH_2)_r$ -C<sub>3-6</sub> carbocyclic residue substituted with 0-2  $R^{5e}$ , and a  $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{5e}$ ;

$R^{5c}$ , at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl,  $(CH_2)_r$ C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F,  $(CF_2)_rCF_3$ , NO<sub>2</sub>, CN,  $(CH_2)_rNR^{5f}R^{5f}$ ,  $(CH_2)_rOH$ ,  $(CH_2)_rOC_{1-4}$  alkyl,  $(CH_2)_rSC_{1-4}$  alkyl,  $(CH_2)_rC(O)OH$ ,  $(CH_2)_rC(O)R^{5b}$ ,  $(CH_2)_rC(O)NR^{5f}R^{5f}$ ,  $(CH_2)_rOC(O)NR^{5f}R^{5f}$ ,  $(CH_2)_rNR^{5f}C(O)R^{5b}$ ,  $(CH_2)_rC(O)OC_{1-4}$  alkyl,  $(CH_2)_rNR^{5f}C(O)OC_{1-4}$  alkyl,  $(CH_2)_rOC(O)R^{5b}$ ,  $(CH_2)_rC(=NR^{5f})NR^{5f}R^{5f}$ ,  $(CH_2)_rS(O)_pR^{5b}$ ,  $(CH_2)_rNHC(=NR^{5f})NR^{5f}R^{5f}$ ,  $(CH_2)_rS(O)_2NR^{5f}R^{5f}$ ,  $(CH_2)_rNR^{5f}S(O)_2R^{5b}$ , and  $(CH_2)_r$ phenyl substituted with 0-3  $R^{5e}$ ;

$R^{5d}$ , at each occurrence, is selected from methyl, CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-2  $R^{5e}$ , C<sub>3-8</sub> alkenyl substituted with 0-2  $R^{5e}$ , C<sub>3-8</sub> alkynyl substituted with 0-2  $R^{5e}$ , and a C<sub>3-10</sub> carbocyclic residue substituted with 0-3  $R^{5e}$ ;

$R^{5e}$ , at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>,  $(CF_2)_rCF_3$ ,  $(CH_2)_rOC_{1-5}$  alkyl, OH, SH,  $(CH_2)_rSC_{1-5}$  alkyl,  $(CH_2)_rNR^{5f}R^{5f}$ , and  $(CH_2)_r$ phenyl;

$R^{5f}$ , at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

$R^{5g}$  is independently selected from -C(O) $R^{5b}$ , -C(O)OR<sup>5d</sup>, -C(O)NR<sup>5f</sup>R<sup>5f</sup>, -CN, and  $(CH_2)_r$ phenyl;

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R, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl substituted with R<sup>5e</sup>, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with R<sup>5e</sup>;

R<sup>6</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, NO<sub>2</sub>, CN, (CR'R')<sub>r</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>r</sub>OH, (CR'R')<sub>r</sub>O(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>SH, (CR'R')<sub>r</sub>C(O)H, (CR'R')<sub>r</sub>S(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>SC(O)(CR'R')<sub>r</sub>R<sup>6b</sup>, (CR'R')<sub>r</sub>C(O)OH, (CR'R')<sub>r</sub>C(O)(CR'R')<sub>r</sub>R<sup>6b</sup>, (CR'R')<sub>r</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>r</sub>C(O)NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>r</sub>NR<sup>6f</sup>C(O)(CR'R')<sub>r</sub>R<sup>6b</sup>, (CR'R')<sub>r</sub>C(O)O(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>OC(O)(CR'R')<sub>r</sub>R<sup>6b</sup>, (CR'R')<sub>r</sub>OC(O)NR<sup>6a</sup>(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>NR<sup>6a</sup>C(O)NR<sup>6a</sup>(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>NR<sup>6a</sup>C(S)NR<sup>6a</sup>(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>NR<sup>6f</sup>C(O)O(CR'R')<sub>r</sub>R<sup>6b</sup>, (CR'R')<sub>r</sub>C(=NR<sup>6f</sup>)NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>r</sub>NHC(=NR<sup>6f</sup>)NR<sup>6f</sup>R<sup>6f</sup>, (CR'R')<sub>r</sub>S(O)<sub>p</sub>(CR'R')<sub>r</sub>R<sup>6b</sup>, (CR'R')<sub>r</sub>S(O)<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>r</sub>NR<sup>6f</sup>S(O)<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>r</sub>NR<sup>6f</sup>S(O)<sub>2</sub>(CR'R')<sub>r</sub>R<sup>6b</sup>, C<sub>1-6</sub> haloalkyl, C<sub>2-8</sub> alkenyl substituted with 0-3 R', C<sub>2-8</sub> alkynyl substituted with 0-3 R', (CR'R')<sub>r</sub>phenyl substituted with 0-3 R<sup>6e</sup>, and a (CH<sub>2</sub>)<sub>r-5-6</sub> membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>6e</sup>;

alternatively, two R<sup>6</sup> on adjacent atoms on R<sup>1</sup> may join to form a cyclic acetal;

R<sup>6a</sup>, at each occurrence, is selected from H, methyl substituted with 0-1 R<sup>6g</sup>, C<sub>2-6</sub> alkyl substituted with 0-2 R<sup>6e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>6e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>6e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>6e</sup>, and a (CH<sub>2</sub>)<sub>r-5-10</sub> membered heterocyclic system

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containing 1-4 heteroatoms selected from N, O, and S,  
substituted with 0-2 R<sup>6e</sup>;

R<sup>6b</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl  
substituted with 0-2 R<sup>6e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2  
R<sup>6e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>6e</sup>, a (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub>  
carbocyclic residue substituted with 0-3 R<sup>6e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-  
5-6 membered heterocyclic system containing 1-4 heteroatoms  
selected from N, O, and S, substituted with 0-2 R<sup>6e</sup>;

R<sup>6d</sup>, at each occurrence, is selected from C<sub>3-8</sub> alkenyl substituted  
with 0-2 R<sup>6e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>6e</sup>, methyl,  
CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>6e</sup>, C<sub>2-4</sub> haloalkyl, a  
(CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>6e</sup>, and  
a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4  
heteroatoms selected from N, O, and S, substituted with 0-3  
R<sup>6e</sup>;

R<sup>6e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl,  
C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>,  
(CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl,  
(CH<sub>2</sub>)<sub>r</sub>NR<sup>6f</sup>R<sup>6f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>6f</sup>, at each occurrence, is selected from H, C<sub>1-5</sub> alkyl, and C<sub>3-6</sub>  
cycloalkyl, and phenyl;

R<sup>6g</sup> is independently selected from -C(O)R<sup>6b</sup>, -C(O)OR<sup>6d</sup>,  
-C(O)NR<sup>6f</sup>R<sup>6f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>7</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl,  
C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, NO<sub>2</sub>, CN,  
(CR'R')<sub>r</sub>NR<sup>7a</sup>R<sup>7a</sup>, (CR'R')<sub>r</sub>OH, (CR'R')<sub>r</sub>O(CR'R')<sub>r</sub>R<sup>7d</sup>, (CR'R')<sub>r</sub>SH,

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$(CR'R')_xC(O)H$ ,  $(CR'R')_xS(CR'R')_xR^{7d}$ ,  $(CR'R')_xC(O)OH$ ,  
 $(CR'R')_xC(O)(CR'R')_xR^{7b}$ ,  $(CR'R')_xC(O)NR^{7a}R^{7a}$ ,  
 $(CR'R')_xNR^{7f}C(O)(CR'R')_xR^{7b}$ ,  $(CR'R')_xC(O)O(CR'R')_xR^{7d}$ ,  
 $(CR'R')_xOC(O)(CR'R')_xR^{7b}$ ,  $(CR'R')_xOC(O)NR^{7a}(CR'R')_xR^{7a}$ ,  
 $(CR'R')_xNR^{7a}C(O)NR^{7a}(CR'R')_xR^{7a}$ ,  $(CR'R')_xNR^{7f}C(O)O(CR'R')_xR^{7d}$ ,  
 $(CR'R')_xC(=NR^{7f})NR^{7a}R^{7a}$ ,  $(CR'R')_xNHC(=NR^{7f})NR^{7f}R^{7f}$ ,  
 $(CR'R')_xS(O)_p(CR'R')_xR^{7b}$ ,  $(CR'R')_xS(O)_2NR^{7a}R^{7a}$ ,  
 $(CR'R')_xNR^{7a}S(O)_2NR^{7a}R^{7a}$ ,  $(CR'R')_xNR^{7f}S(O)_2(CR'R')_xR^{7b}$ ,  $C_{1-6}$   
haloalkyl,  $C_{2-8}$  alkenyl substituted with 0-3  $R'$ ,  $C_{2-8}$  alkynyl  
substituted with 0-3  $R'$ ,  $(CR'R')_x$   $C_{3-10}$  carbocyclic residue  
and  $(CR'R')_x$  phenyl substituted with 0-3  $R^{7e}$ ;

alternatively, two  $R^7$  on adjacent atoms on  $R^2$  may join to form a cyclic acetal;

$R^{7a}$ , at each occurrence, is independently selected from H, methyl substituted with 0-1  $R^{7g}$ ,  $C_{2-6}$  alkyl substituted with 0-2  $R^{7e}$ ,  $C_{3-8}$  alkenyl substituted with 0-2  $R^{7e}$ ,  $C_{3-8}$  alkynyl substituted with 0-2  $R^{7e}$ , a  $(CH_2)_x$ - $C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{7e}$ , and a  $(CH_2)_x$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2  $R^{7e}$ ;

$R^{7b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl substituted with 0-2  $R^{7e}$ ,  $C_{3-8}$  alkenyl substituted with 0-2  $R^{7e}$ ,  $C_{3-8}$  alkynyl substituted with 0-2  $R^{7e}$ , a  $(CH_2)_x$ - $C_{3-6}$  carbocyclic residue substituted with 0-3  $R^{7e}$ , and a  $(CH_2)_x$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2  $R^{7e}$ ;

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R<sup>7d</sup>, at each occurrence, is selected from C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>7e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>7e</sup>, methyl, CF<sub>3</sub>, C<sub>2-4</sub> haloalkyl, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>7e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7e</sup>;

R<sup>7e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>-CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>-OC<sub>1-5</sub> alkyl, OH, SH, C(O)OC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>-SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>-NR<sup>7f</sup>R<sup>7f</sup>, and (CH<sub>2</sub>)<sub>r</sub>-phenyl;

R<sup>7f</sup>, at each occurrence, is selected from H, C<sub>1-5</sub> alkyl, and C<sub>3-6</sub> cycloalkyl, and phenyl;

R<sup>7g</sup> is independently selected from -C(O)R<sup>7b</sup>, -C(O)OR<sup>7d</sup>, -C(O)NR<sup>7f</sup>R<sup>7f</sup>, and (CH<sub>2</sub>)<sub>r</sub>-phenyl;

R', at each occurrence, is selected from H, C<sub>1-6</sub> alkyl substituted with R<sup>6e</sup>, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> cycloalkyl, and (CH<sub>2</sub>)<sub>r</sub>-phenyl substituted with R<sup>6e</sup>;

R<sup>9</sup> is selected from H, C<sub>1-4</sub> alkyl, C<sub>3-4</sub> cycloalkyl, -C(O)H, and -C(O)-C<sub>1-4</sub>alkyl;

R<sup>10</sup> is independently selected from H, and C<sub>1-4</sub>alkyl substituted with 0-1 R<sup>10b</sup>, alternatively, two R<sup>10</sup> form =O;

R<sup>10b</sup>, at each occurrence, is independently selected from -OH, -SH, -NR<sup>10c</sup>R<sup>10c</sup>, -C(O)NR<sup>10c</sup>R<sup>10c</sup>, and -NHC(O)R<sup>10c</sup>;

R<sup>10c</sup> is selected from H, C<sub>1-4</sub> alkyl and C<sub>3-6</sub> cycloalkyl;

R<sup>11</sup> is selected from H, C<sub>1-4</sub> alkyl, (CHR)<sub>q</sub>OH, (CHR)<sub>q</sub>SH, (CHR)<sub>q</sub>OR<sup>11d</sup>, (CHR)<sub>q</sub>S(O)<sub>p</sub>R<sup>11d</sup>, (CHR)<sub>r</sub>C(O)R<sup>11b</sup>, (CHR)<sub>r</sub>NR<sup>11a</sup>R<sup>11a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>11a</sup>R<sup>11a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>11a</sup>OR<sup>11d</sup>, (CHR)<sub>q</sub>NR<sup>11a</sup>C(O)R<sup>11b</sup>, (CHR)<sub>q</sub>NR<sup>11a</sup>C(O)OR<sup>11d</sup>, (CHR)<sub>q</sub>OC(O)NR<sup>11a</sup>R<sup>11a</sup>, (CHR)<sub>r</sub>C(O)OR<sup>11d</sup>, a (CHR)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-5 R<sup>11e</sup>, and a (CHR)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>11e</sup>;

R<sup>11a</sup>, at each occurrence, is independently selected from H, C<sub>1-4</sub> alkyl, C<sub>3-4</sub> alkenyl, C<sub>3-4</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-5 R<sup>11e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>11e</sup>;

R<sup>11b</sup>, at each occurrence, is independently selected from C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, C<sub>2-4</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>11e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>11e</sup>;

R<sup>11d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-4</sub> alkyl, C<sub>3-6</sub> alkenyl, C<sub>3-6</sub> alkynyl, a C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>11e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>11e</sup>;



R<sup>11e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>11f</sup>R<sup>11f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>11f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

R<sup>12</sup> is selected from H, C<sub>1-4</sub> alkyl, (CHR)<sub>q</sub>OH, (CHR)<sub>q</sub>SH, (CHR)<sub>q</sub>OR<sup>12d</sup>, (CHR)<sub>q</sub>S(O)<sub>p</sub>R<sup>12d</sup>, (CHR)<sub>r</sub>C(O)R<sup>12b</sup>, (CHR)<sub>r</sub>NR<sup>12a</sup>R<sup>12a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>12a</sup>R<sup>12a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>12a</sup>OR<sup>12d</sup>, (CHR)<sub>q</sub>NR<sup>12a</sup>C(O)R<sup>12b</sup>, (CHR)<sub>q</sub>NR<sup>12a</sup>C(O)OR<sup>12d</sup>, (CHR)<sub>q</sub>OC(O)NR<sup>12a</sup>R<sup>12a</sup>, (CHR)<sub>r</sub>C(O)OR<sup>12d</sup>, a (CHR)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-5 R<sup>12e</sup>, and a (CHR)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

R<sup>12a</sup>, at each occurrence, is independently selected from H, C<sub>1-4</sub> alkyl, C<sub>3-4</sub> alkenyl, C<sub>3-4</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-5 R<sup>12e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

R<sup>12b</sup>, at each occurrence, is independently selected from C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, C<sub>2-4</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>12e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

$R^{12d}$ , at each occurrence, is independently selected from H, methyl,  $-CF_3$ ,  $C_{2-4}$  alkyl,  $C_{3-6}$  alkenyl,  $C_{3-6}$  alkynyl, a  $C_{3-6}$  carbocyclic residue substituted with 0-3  $R^{12e}$ , and a  $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{12e}$ ;

$R^{12e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $C_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,  $(CH_2)_rOC_{1-5}$  alkyl, OH,  $-O-C_{1-6}$  alkyl, SH,  $(CH_2)_rSC_{1-5}$  alkyl,  $(CH_2)_rNR^{12f}R^{12f}$ , and  $(CH_2)_r$ phenyl;

$R^{12f}$ , at each occurrence, is selected from H,  $C_{1-6}$  alkyl, and  $C_{3-6}$  cycloalkyl;

$R^{13}$ , at each occurrence, is independently selected from H, and  $C_{1-4}$ alkyl substituted with 0-1  $R^{13b}$ ,  $-OH$ ,  $-NH_2$ , F, Cl, Br, I,  $-OR^{13a}$ ,  $-N(R^{13a})_2$ , and  $C_{1-4}$  alkyl substituted with 0-3  $R^{13b}$ ;

$R^{13a}$  is selected from H,  $C_{1-4}$  alkyl and  $C_{3-6}$  cycloalkyl;

$R^{13b}$ , at each occurrence, is independently selected from  $-OH$ ,  $-SH$ ,  $-NR^{13c}R^{13c}$ ,  $-C(O)NR^{13c}R^{13c}$ , and  $-NHC(O)R^{13c}$ ;

$R^{13c}$  is selected from H,  $C_{1-4}$  alkyl and  $C_{3-6}$  cycloalkyl;

l is selected from 1, 2 and 3;

n is 1;

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m is selected from 0 and 1;

p, at each occurrence, is independently selected from 0, 1, and 2;

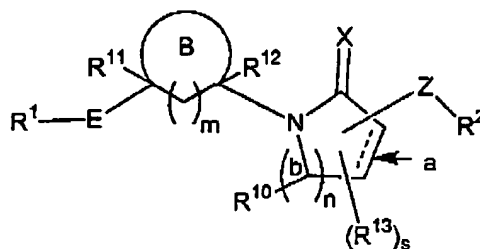
q, at each occurrence, is independently selected from 1, 2, 3, and 4;

r, at each occurrence, is independently selected from 0, 1, 2, 3, and 4;

t, at each occurrence, is independently selected from 2, 3, and 4;

s is selected from 0 and 1.

2. (PREVIOUSLY PRESENTED) A compound of claim 1, wherein the compound is of formula (I):



(I)

or a stereoisomer or a pharmaceutically acceptable salt thereof, wherein:

ring B is a cyclohexyl group; ring B being substituted with 0-2 R<sup>5</sup>;

X is selected from O or S;

Z is -NR<sup>9</sup>-; wherein neither Z nor R<sup>13</sup> are connected to a carbon atom labeled (b);

bond (a) is a single bond;

E is selected from  $-S(O)_pCHRe-$ ,  $-CHReNRe-$ ,  $-C(O)-NRe-$ ,  
 $-NReC(O)NRe-$ ,  $-SO_2-NRe-$ , and  $-NReSO_2NRe-$ ;

$Re$  is independently selected from H and  $C_{1-3}$  alkyl;

$R^1$  is selected from a  $C_{6-10}$  aryl group substituted with 0-5  $R^6$ ;

$R^2$  is selected from a 5-10 membered heteroaryl system containing  
1-4 heteroatoms selected from N, O, and S, substituted with  
0-3  $R^7$ ;

$R^5$ , at each occurrence, is independently selected from H, =O,  $C_{1-6}$   
alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CRR)_rOH$ ,  $(CRR)_rSH$ ,  
 $(CRR)_rOR^{5d}$ ,  $(CRR)_rSR^{5d}$ ,  $(CRR)_rNR^{5a}R^{5a}$ ,  $(CRR)_rC(O)OH$ ,  
 $(CRR)_rC(O)R^{5b}$ ,  $(CRR)_rC(O)NR^{5a}R^{5a}$ ,  $(CRR)_rNR^{5a}C(O)R^{5b}$ ,  
 $(CRR)_rOC(O)NR^{5a}R^{5a}$ ,  $(CRR)_rNR^{5a}C(O)OR^{5d}$ ,  $(CRR)_rNR^{5a}C(O)NR^{5a}R^{5a}$ ,  
 $(CRR)_rNR^{5a}C(O)H$ ,  $(CRR)_rC(O)OR^{5d}$ ,  $(CRR)_rOC(O)R^{5b}$ ,  
 $(CRR)_rS(O)_pR^{5b}$ ,  $(CRR)_rS(O)_2NR^{5a}R^{5a}$ ,  $(CRR)_rNR^{5a}S(O)_2R^{5b}$ ,  
 $(CRR)_rNR^{5a}S(O)_2NR^{5a}R^{5a}$ ,  $C_{1-6}$  haloalkyl, a  $(CRR)_r-C_{3-10}$   
carbocyclic residue substituted with 0-3  $R^{5c}$ , and a  $(CRR)_r-5-10$   
membered heterocyclic system containing 1-4 heteroatoms  
selected from N, O, and S, substituted with 0-2  $R^{5c}$ ;

$R^{5a}$ , at each occurrence, is independently selected from H, methyl  
substituted with 0-1  $R^{5g}$ ,  $C_{2-6}$  alkyl substituted with 0-2  $R^{5e}$ ,  
 $C_{3-8}$  alkenyl substituted with 0-2  $R^{5e}$ ,  $C_{3-8}$  alkynyl  
substituted with 0-2  $R^{5e}$ , a  $(CH_2)_r-C_{3-10}$  carbocyclic residue  
substituted with 0-5  $R^{5e}$ , and a  $(CH_2)_r-5-10$  membered  
heterocyclic system containing 1-4 heteroatoms selected from  
N, O, and S, substituted with 0-3  $R^{5e}$ ;

$R^{5b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl substituted with 0-3  $R^{5e}$ ,  $C_{3-8}$  alkenyl substituted with 0-2  $R^{5e}$ ,  $C_{3-8}$  alkynyl substituted with 0-2  $R^{5e}$ , a  $(CH_2)_r$ - $C_{3-6}$  carbocyclic residue substituted with 0-2  $R^{5e}$ , and a  $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{5e}$ ;

$R^{5c}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r$ - $C_{3-6}$  cycloalkyl, Cl, Br, I, F,  $(CF_2)_r$ - $CF_3$ ,  $NO_2$ , CN,  $(CH_2)_r$ - $NR^{5f}R^{5f}$ ,  $(CH_2)_r$ -OH,  $(CH_2)_r$ - $OC_{1-4}$  alkyl,  $(CH_2)_r$ - $SC_{1-4}$  alkyl,  $(CH_2)_r$ - $C(O)OH$ ,  $(CH_2)_r$ - $C(O)R^{5b}$ ,  $(CH_2)_r$ - $C(O)NR^{5f}R^{5f}$ ,  $(CH_2)_r$ - $OC(O)NR^{5f}R^{5f}$ ,  $(CH_2)_r$ - $NR^{5f}C(O)R^{5b}$ ,  $(CH_2)_r$ - $C(O)OC_{1-4}$  alkyl,  $(CH_2)_r$ - $NR^{5f}C(O)OC_{1-4}$  alkyl,  $(CH_2)_r$ - $OC(O)R^{5b}$ ,  $(CH_2)_r$ - $C(=NR^{5f})NR^{5f}R^{5f}$ ,  $(CH_2)_r$ - $S(O)_2R^{5b}$ ,  $(CH_2)_r$ - $NHC(=NR^{5f})NR^{5f}R^{5f}$ ,  $(CH_2)_r$ - $S(O)_2NR^{5f}R^{5f}$ ,  $(CH_2)_r$ - $NR^{5f}S(O)_2R^{5b}$ , and  $(CH_2)_r$ -phenyl substituted with 0-3  $R^{5e}$ ;

$R^{5d}$ , at each occurrence, is selected from methyl,  $CF_3$ ,  $C_{2-6}$  alkyl substituted with 0-2  $R^{5e}$ ,  $C_{3-8}$  alkenyl substituted with 0-2  $R^{5e}$ ,  $C_{3-8}$  alkynyl substituted with 0-2  $R^{5e}$ , and a  $C_{3-10}$  carbocyclic residue substituted with 0-3  $R^{5e}$ ;

$R^{5e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $C_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_r$ - $CF_3$ ,  $(CH_2)_r$ - $OC_{1-5}$  alkyl, OH, SH,  $(CH_2)_r$ - $SC_{1-5}$  alkyl,  $(CH_2)_r$ - $NR^{5f}R^{5f}$ , and  $(CH_2)_r$ -phenyl;

$R^{5f}$ , at each occurrence, is selected from H,  $C_{1-6}$  alkyl, and  $C_{3-6}$  cycloalkyl;

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R<sup>5g</sup> is independently selected from -C(O)R<sup>5b</sup>, -C(O)OR<sup>5d</sup>,  
-C(O)NR<sup>5f</sup>R<sup>5f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl substituted  
with R<sup>5e</sup>, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl,  
and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with R<sup>5e</sup>;

R<sup>6</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl,  
C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, NO<sub>2</sub>, CN,  
(CR'R')<sub>r</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>r</sub>OH, (CR'R')<sub>r</sub>O(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>SH,  
(CR'R')<sub>r</sub>C(O)H, (CR'R')<sub>r</sub>S(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>SC(O)(CR'R')<sub>r</sub>R<sup>6b</sup>,  
(CR'R')<sub>r</sub>C(O)OH, (CR'R')<sub>r</sub>C(O)(CR'R')<sub>r</sub>R<sup>6b</sup>, (CR'R')<sub>r</sub>NR<sup>6a</sup>R<sup>6a</sup>,  
(CR'R')<sub>r</sub>C(O)NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>r</sub>NR<sup>6f</sup>C(O)(CR'R')<sub>r</sub>R<sup>6b</sup>,  
(CR'R')<sub>r</sub>C(O)O(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>OC(O)(CR'R')<sub>r</sub>R<sup>6b</sup>,  
(CR'R')<sub>r</sub>OC(O)NR<sup>6a</sup>(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>NR<sup>6a</sup>C(O)NR<sup>6a</sup>(CR'R')<sub>r</sub>R<sup>6d</sup>,  
(CR'R')<sub>r</sub>NR<sup>6a</sup>C(S)NR<sup>6a</sup>(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>NR<sup>6f</sup>C(O)O(CR'R')<sub>r</sub>R<sup>6b</sup>,  
(CR'R')<sub>r</sub>C(=NR<sup>6f</sup>)NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>r</sub>NHC(=NR<sup>6f</sup>)NR<sup>6f</sup>R<sup>6f</sup>,  
(CR'R')<sub>r</sub>S(O)<sub>p</sub>(CR'R')<sub>r</sub>R<sup>6b</sup>, (CR'R')<sub>r</sub>S(O)<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>,  
(CR'R')<sub>r</sub>NR<sup>6f</sup>S(O)<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>r</sub>NR<sup>6f</sup>S(O)<sub>2</sub>(CR'R')<sub>r</sub>R<sup>6b</sup>, C<sub>1-6</sub>  
haloalkyl, C<sub>2-8</sub> alkenyl substituted with 0-3 R', C<sub>2-8</sub> alkynyl  
substituted with 0-3 R', (CR'R')<sub>r</sub>phenyl substituted with 0-3  
R<sup>6e</sup>, and a (CH<sub>2</sub>)<sub>r-5-6</sub> membered heterocyclic system containing  
1-2 heteroatoms selected from N, O, and S, substituted with  
0-2 R<sup>6e</sup>;

alternatively, two R<sup>6</sup> on adjacent atoms on R<sup>1</sup> may join to form a  
cyclic acetal;

R<sup>6a</sup>, at each occurrence, is selected from H, methyl substituted  
with 0-1 R<sup>6g</sup>, C<sub>2-6</sub> alkyl substituted with 0-2 R<sup>6e</sup>, C<sub>3-8</sub>  
alkenyl substituted with 0-2 R<sup>6e</sup>, C<sub>3-8</sub> alkynyl substituted

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with 0-2 R<sup>6e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>6e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>6e</sup>;

R<sup>6b</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl substituted with 0-2 R<sup>6e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>6e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>6e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>6e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>6e</sup>;

R<sup>6d</sup>, at each occurrence, is selected from C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>6e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>6e</sup>, methyl, CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>6e</sup>, C<sub>2-4</sub> haloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>6e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>6e</sup>;

R<sup>6e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>6f</sup>R<sup>6f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>6f</sup>, at each occurrence, is selected from H, C<sub>1-5</sub> alkyl, and C<sub>3-6</sub> cycloalkyl, and phenyl;

R<sup>6g</sup> is independently selected from -C(O)R<sup>6b</sup>, -C(O)OR<sup>6d</sup>, -C(O)NR<sup>6f</sup>R<sup>6f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

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$R^7$ , at each occurrence, is selected from  $C_{1-8}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r C_{3-6}$  cycloalkyl, Cl, Br, I, F,  $NO_2$ , CN,  $(CR'R')_r NR^{7a} R^{7a}$ ,  $(CR'R')_r OH$ ,  $(CR'R')_r O(CR'R')_r R^{7d}$ ,  $(CR'R')_r SH$ ,  $(CR'R')_r C(O)H$ ,  $(CR'R')_r S(CR'R')_r R^{7d}$ ,  $(CR'R')_r C(O)OH$ ,  $(CR'R')_r C(O)(CR'R')_r R^{7b}$ ,  $(CR'R')_r C(O)NR^{7a} R^{7a}$ ,  $(CR'R')_r NR^{7f} C(O)(CR'R')_r R^{7b}$ ,  $(CR'R')_r C(O)O(CR'R')_r R^{7d}$ ,  $(CR'R')_r OC(O)(CR'R')_r R^{7b}$ ,  $(CR'R')_r OC(O)NR^{7a}(CR'R')_r R^{7a}$ ,  $(CR'R')_r NR^{7a} C(O)NR^{7a}(CR'R')_r R^{7a}$ ,  $(CR'R')_r NR^{7f} C(O)O(CR'R')_r R^{7d}$ ,  $(CR'R')_r C(=NR^{7f})NR^{7a} R^{7a}$ ,  $(CR'R')_r NHC(=NR^{7f})NR^{7f} R^{7f}$ ,  $(CR'R')_r S(O)_p(CR'R')_r R^{7b}$ ,  $(CR'R')_r S(O)_2 NR^{7a} R^{7a}$ ,  $(CR'R')_r NR^{7a} S(O)_2 NR^{7a} R^{7a}$ ,  $(CR'R')_r NR^{7f} S(O)_2(CR'R')_r R^{7b}$ ,  $C_{1-6}$  haloalkyl,  $C_{2-8}$  alkenyl substituted with 0-3  $R'$ ,  $C_{2-8}$  alkynyl substituted with 0-3  $R'$ , and  $(CR'R')_r$  phenyl substituted with 0-3  $R^7e$ ;

alternatively, two  $R^7$  on adjacent atoms on  $R^2$  may join to form a cyclic acetal;

$R^{7a}$ , at each occurrence, is independently selected from H, methyl substituted with 0-1  $R^{7g}$ ,  $C_{2-6}$  alkyl substituted with 0-2  $R^{7e}$ ,  $C_{3-8}$  alkenyl substituted with 0-2  $R^{7e}$ ,  $C_{3-8}$  alkynyl substituted with 0-2  $R^{7e}$ , a  $(CH_2)_r C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{7e}$ , and a  $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2  $R^{7e}$ ;

$R^{7b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl substituted with 0-2  $R^{7e}$ ,  $C_{3-8}$  alkenyl substituted with 0-2  $R^{7e}$ ,  $C_{3-8}$  alkynyl substituted with 0-2  $R^{7e}$ , a  $(CH_2)_r C_{3-6}$  carbocyclic residue substituted with 0-3  $R^{7e}$ , and a  $(CH_2)_r$ -5-6 membered



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heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>7e</sup>;

R<sup>7d</sup>, at each occurrence, is selected from C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>7e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>7e</sup>, methyl, CF<sub>3</sub>, C<sub>2-4</sub> haloalkyl, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>7e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7e</sup>;

R<sup>7e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, C(O)OC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>7f</sup>R<sup>7f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>7f</sup>, at each occurrence, is selected from H, C<sub>1-5</sub> alkyl, and C<sub>3-6</sub> cycloalkyl, and phenyl;

R<sup>7g</sup> is independently selected from -C(O)R<sup>7b</sup>, -C(O)OR<sup>7d</sup>, -C(O)NR<sup>7f</sup>R<sup>7f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R', at each occurrence, is selected from H, C<sub>1-6</sub> alkyl substituted with R<sup>6e</sup>, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> cycloalkyl, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with R<sup>6e</sup>;

R<sup>9</sup> is selected from H, C<sub>1-4</sub> alkyl, C<sub>3-4</sub> cycloalkyl, -C(O)H, and -C(O)-C<sub>1-4</sub>alkyl;

R<sup>10</sup> is independently selected from H, and C<sub>1-4</sub>alkyl substituted with 0-1 R<sup>10b</sup>;

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R<sup>10b</sup>, at each occurrence, is independently selected from -OH, -SH, -NR<sup>10c</sup>R<sup>10c</sup>, -C(O)NR<sup>10c</sup>R<sup>10c</sup>, and -NHC(O)R<sup>10c</sup>;

R<sup>10c</sup> is selected from H, C<sub>1-4</sub> alkyl and C<sub>3-6</sub> cycloalkyl;

R<sup>11</sup> is selected from H, C<sub>1-4</sub> alkyl, (CHR)<sub>q</sub>OH, (CHR)<sub>q</sub>SH, (CHR)<sub>q</sub>OR<sup>11d</sup>, (CHR)<sub>q</sub>S(O)<sub>p</sub>R<sup>11d</sup>, (CHR)<sub>r</sub>C(O)R<sup>11b</sup>, (CHR)<sub>r</sub>NR<sup>11a</sup>R<sup>11a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>11a</sup>R<sup>11a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>11a</sup>OR<sup>11d</sup>, (CHR)<sub>q</sub>NR<sup>11a</sup>C(O)R<sup>11b</sup>, (CHR)<sub>q</sub>NR<sup>11a</sup>C(O)OR<sup>11d</sup>, (CHR)<sub>q</sub>OC(O)NR<sup>11a</sup>R<sup>11a</sup>, (CHR)<sub>r</sub>C(O)OR<sup>11d</sup>, a (CHR)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-5 R<sup>11e</sup>, and a (CHR)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>11e</sup>;

R<sup>11a</sup>, at each occurrence, is independently selected from H, C<sub>1-4</sub> alkyl, C<sub>3-4</sub> alkenyl, C<sub>3-4</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-5 R<sup>11e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>11e</sup>;

R<sup>11b</sup>, at each occurrence, is independently selected from C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, C<sub>2-4</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>11e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>11e</sup>;

R<sup>11d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-4</sub> alkyl, C<sub>3-6</sub> alkenyl, C<sub>3-6</sub> alkynyl, a C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>11e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-

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5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>11e</sup>;

R<sup>11e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>11f</sup>R<sup>11f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>11f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

R<sup>12</sup> is selected from H, C<sub>1-4</sub> alkyl, (CHR)<sub>q</sub>OH, (CHR)<sub>q</sub>SH, (CHR)<sub>q</sub>OR<sup>12d</sup>, (CHR)<sub>q</sub>S(O)<sub>p</sub>R<sup>12d</sup>, (CHR)<sub>r</sub>C(O)R<sup>12b</sup>, (CHR)<sub>r</sub>NR<sup>12a</sup>R<sup>12a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>12a</sup>R<sup>12a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>12a</sup>OR<sup>12d</sup>, (CHR)<sub>q</sub>NR<sup>12a</sup>C(O)R<sup>12b</sup>, (CHR)<sub>q</sub>NR<sup>12a</sup>C(O)OR<sup>12d</sup>, (CHR)<sub>q</sub>OC(O)NR<sup>12a</sup>R<sup>12a</sup>, (CHR)<sub>r</sub>C(O)OR<sup>12d</sup>, a (CHR)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-5 R<sup>12e</sup>, and a (CHR)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

R<sup>12a</sup>, at each occurrence, is independently selected from H, C<sub>1-4</sub> alkyl, C<sub>3-4</sub> alkenyl, C<sub>3-4</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-5 R<sup>12e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

R<sup>12b</sup>, at each occurrence, is independently selected from C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, C<sub>2-4</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic

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residue substituted with 0-2  $R^{12e}$ , and a  $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{12e}$ ;

$R^{12d}$ , at each occurrence, is independently selected from H, methyl,  $-CF_3$ ,  $C_{2-4}$  alkyl,  $C_{3-6}$  alkenyl,  $C_{3-6}$  alkynyl, a  $C_{3-6}$  carbocyclic residue substituted with 0-3  $R^{12e}$ , and a  $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{12e}$ ;

$R^{12e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $C_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,  $(CH_2)_rOC_{1-5}$  alkyl, OH,  $-O-C_{1-6}$  alkyl, SH,  $(CH_2)_rSC_{1-5}$  alkyl,  $(CH_2)_rNR^{12f}R^{12f}$ , and  $(CH_2)_r$ phenyl;

$R^{12f}$ , at each occurrence, is selected from H,  $C_{1-6}$  alkyl, and  $C_{3-6}$  cycloalkyl;

$R^{13}$ , at each occurrence, is independently selected from H, and  $C_{1-4}$ alkyl substituted with 0-1  $R^{13b}$ ,  $-OH$ ,  $-NH_2$ , F, Cl, Br, I,  $-OR^{13a}$ ,  $-N(R^{13a})_2$ , and  $C_{1-4}$  alkyl substituted with 0-3  $R^{13b}$ ;

$R^{13a}$  is selected from H,  $C_{1-4}$  alkyl and  $C_{3-6}$  cycloalkyl;

$R^{13b}$ , at each occurrence, is independently selected from  $-OH$ ,  $-SH$ ,  $-NR^{13c}R^{13c}$ ,  $-C(O)NR^{13c}R^{13c}$ , and  $-NHC(O)R^{13c}$ ;

$R^{13c}$  is selected from H,  $C_{1-4}$  alkyl and  $C_{3-6}$  cycloalkyl;

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l is selected from 1, 2 and 3;

n is 1;

m is selected from 0 and 1;

p, at each occurrence, is independently selected from 0, 1, and 2;

q, at each occurrence, is independently selected from 1, 2, 3, and 4;


r, at each occurrence, is independently selected from 0, 1, 2, 3, and 4;

t, at each occurrence, is independently selected from 2, 3, and 4;

s is selected from 0 and 1.

3. (ORIGINAL) The compound of claim 2, wherein  
m is 0.

4. (PREVIOUSLY PRESENTED) The compound of claim 3, wherein:  
ring B is



, ring B being optionally substituted with 0-1 R<sup>5</sup>; and  
R<sup>11</sup> and R<sup>12</sup> are H.

5. (ORIGINAL) The compounds of claim 4, wherein:  
R<sup>5</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub>  
alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CRR)<sub>r</sub>OH, (CRR)<sub>r</sub>SH,

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(CRR)<sub>r</sub>OR<sup>5d</sup>, (CRR)<sub>r</sub>SR<sup>5d</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CRR)<sub>r</sub>C(O)OH,  
(CRR)<sub>r</sub>C(O)R<sup>5b</sup>, (CRR)<sub>r</sub>C(O)NR<sup>5a</sup>R<sup>5a</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>C(O)R<sup>5b</sup>,  
(CRR)<sub>r</sub>NR<sup>5a</sup>C(O)OR<sup>5d</sup>, (CRR)<sub>r</sub>OC(O)NR<sup>5a</sup>R<sup>5a</sup>, (CHR)<sub>r</sub>NR<sup>5a</sup>C(O)NR<sup>5a</sup>R<sup>5a</sup>,  
CRR(CRR)<sub>r</sub>NR<sup>5a</sup>C(O)H, (CRR)<sub>r</sub>C(O)OR<sup>5b</sup>, (CRR)<sub>r</sub>OC(O)R<sup>5b</sup>,  
(CRR)<sub>r</sub>S(O)<sub>p</sub>R<sup>5b</sup>, (CRR)<sub>r</sub>S(O)<sub>2</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>S(O)<sub>2</sub>R<sup>5b</sup>, and C<sub>1-6</sub>  
haloalkyl;

R<sup>5a</sup>, at each occurrence, is independently selected from H, methyl, C<sub>1-6</sub> alkyl substituted with 0-2 R<sup>5e</sup> wherein the alkyl is selected from ethyl, propyl, i-propyl, butyl, i-butyl, pentyl, hexyl, C<sub>3</sub> alkenyl substituted with 0-1 R<sup>5e</sup>, wherein the alkenyl is selected from allyl, C<sub>3</sub> alkynyl substituted with 0-1 R<sup>5e</sup> wherein the alkynyl is selected from propynyl, and a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-4</sub> carbocyclic residue substituted with 0-5 R<sup>5e</sup>, wherein the carbocyclic residue is selected from cyclopropyl, and cyclobutyl;

R<sup>5b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl substituted with 0-2 R<sup>5e</sup>, wherein the alkyl is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, pentyl, and hexyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-4</sub> carbocyclic residue substituted with 0-2 R<sup>5e</sup>, wherein the carbocyclic residue is selected from cyclopropyl, and cyclobutyl; and

R<sup>5d</sup>, at each occurrence, is selected from methyl, CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-2 R<sup>5e</sup>, wherein the alkyl is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, pentyl, and hexyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, and a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>5e</sup>.

6. (PREVIOUSLY PRESENTED) The compound of claim 5, wherein:

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R, at each occurrence, is independently selected from H, methyl, ethyl, propyl, allyl, propynyl,  $(\text{CH}_2)_r\text{C}_{3-6}$  cycloalkyl, and  $(\text{CH}_2)_r$ phenyl substituted with  $\text{R}^{6e}$ ;

$\text{R}^5$ , at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, allyl, propynyl,  $(\text{CH}_2)_r\text{OH}$ ,  $(\text{CH}_2)_r\text{OR}^{5d}$ ,  $(\text{CH}_2)_r\text{NR}^{5a}\text{R}^{5a}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{5b}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{5a}\text{R}^{5a}$ ,  $(\text{CH}_2)_r\text{NR}^{5a}\text{C}(\text{O})\text{R}^{5b}$ ,  $(\text{CH}_2)_r\text{OC}(\text{O})\text{NR}^{5a}\text{R}^{5a}$ ,  $(\text{CH}_2)_r\text{NR}^{5a}\text{C}(\text{O})\text{OR}^{5d}$ ,  $(\text{CH}_2)_r\text{NR}^{5a}\text{C}(\text{O})\text{R}^{5b}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{OR}^{5b}$ ,  $(\text{CH}_2)_r\text{OC}(\text{O})\text{R}^{5b}$ ,  $(\text{CH}_2)_r\text{NR}^{5a}\text{S}(\text{O})_2\text{R}^{5b}$ , and  $\text{C}_{1-6}$  haloalkyl;

$\text{R}^{5a}$ , at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, pentyl, hexyl, cyclopropyl, and cyclobutyl; and

r, at each occurrence, is selected from 0, 1, and 2.

7. (PREVIOUSLY PRESENTED) The compound of claim 6, wherein:

$\text{R}^1$  is selected from phenyl substituted with 0-2  $\text{R}^6$ , naphthyl substituted with 0-2  $\text{R}^6$ ,

$\text{R}^2$  is selected from a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $\text{R}^7$  wherein the heteroaryl is selected from indolyl, benzimidazolyl, benzofuranyl, benzothiofuranyl, benzoxazolyl, benzthiazolyl, benzo[b]thiophene, benztriazolyl, benztetrazolyl, benzisoxazolyl, benzisothiazolyl, benzimidazalonyl, cinnolinyl, furanyl, imidazolyl, indazolyl, indolyl, isoquinolinyl isothiazolyl, isoxazolyl, oxazolyl, phthalazinyl, pyrazinyl, pyrazolyl, pyridazinyl, pyridyl,

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pyrido[2,3-d]pyrimidinyl, thieno[3,2-d]pyrimidinyl, pyridinyl, pyrimidinyl, pyrrolyl, pyrrolo[2,1-f][1,2,4]triazine, quinazolinyl, quinolinyl, thiazolyl, thienyl, and tetrazolyl.

8. (ORIGINAL) The compound of claim 7, wherein:

R<sup>6</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CR'R')<sub>x</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, NO<sub>2</sub>, CN, (CR'R')<sub>x</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>x</sub>OH, (CR'R')<sub>x</sub>O(CR'R')<sub>x</sub>R<sup>6d</sup>, (CR'R')<sub>x</sub>SH, (CR'R')<sub>x</sub>C(O)H, (CR'R')<sub>x</sub>S(CR'R')<sub>x</sub>R<sup>6d</sup>, (CR'R')<sub>x</sub>C(O)OH, (CR'R')<sub>x</sub>C(O)(CR'R')<sub>x</sub>R<sup>6b</sup>, (CR'R')<sub>x</sub>C(O)NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>x</sub>NR<sup>6f</sup>C(O)(CR'R')<sub>x</sub>R<sup>6b</sup>, (CR'R')<sub>x</sub>C(O)O(CR'R')<sub>x</sub>R<sup>6d</sup>, (CR'R')<sub>x</sub>NR<sup>6a</sup>C(O)NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>x</sub>NR<sup>6a</sup>C(S)NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>x</sub>OC(O)(CR'R')<sub>x</sub>R<sup>6b</sup>, (CR'R')<sub>x</sub>S(O)<sub>p</sub>(CR'R')<sub>x</sub>R<sup>6b</sup>, (CR'R')<sub>x</sub>S(O)<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>x</sub>NR<sup>6f</sup>S(O)<sub>2</sub>(CR'R')<sub>x</sub>R<sup>6b</sup>, (CR'R')<sub>x</sub>NR<sup>6f</sup>S(O)<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, C<sub>1-6</sub> haloalkyl, and (CR'R')<sub>x</sub>phenyl substituted with 0-3 R<sup>6e</sup>, and a (CH<sub>2</sub>)<sub>r-5-6</sub> membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>6e</sup>;

R<sup>6a</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl and phenyl;

R<sup>6b</sup>, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, and phenyl;



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R<sup>6d</sup>, at each occurrence, is selected from methyl, CF<sub>3</sub>, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, and phenyl;

R<sup>6e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>x</sub>C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>x</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>x</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>x</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>x</sub>NR<sup>6f</sup>R<sup>6f</sup>, and (CH<sub>2</sub>)<sub>x</sub>phenyl;

R<sup>6f</sup>, at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, and phenyl;

R<sup>7</sup> is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, pentyl, hexyl, (CR'R')<sub>x</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, NO<sub>2</sub>, CN, (CR'R')<sub>x</sub>NR<sup>7a</sup>R<sup>7a</sup>, (CR'R')<sub>x</sub>OH, (CR'R')<sub>x</sub>O(CH)<sub>x</sub>R<sup>7d</sup>, (CR'R')<sub>x</sub>SH, (CR'R')<sub>x</sub>C(O)H, (CR'R')<sub>x</sub>S(CR'R')<sub>x</sub>R<sup>7d</sup>, (CR'R')<sub>x</sub>C(O)OH, (CR'R')<sub>x</sub>C(O)(CR'R')<sub>x</sub>R<sup>7b</sup>, (CR'R')<sub>x</sub>C(O)NR<sup>7a</sup>R<sup>7a</sup>, (CR'R')<sub>x</sub>NR<sup>7f</sup>C(O)(CR'R')<sub>x</sub>R<sup>7b</sup>, (CR'R')<sub>x</sub>C(O)O(CR'R')<sub>x</sub>R<sup>7d</sup>, (CR'R')<sub>x</sub>OC(O)(CR'R')<sub>x</sub>R<sup>7b</sup>, (CR'R')<sub>x</sub>NR<sup>7a</sup>C(O)NR<sup>7a</sup>R<sup>7a</sup>, (CR'R')<sub>x</sub>NR<sup>7a</sup>C(O)O(CR'R')<sub>x</sub>R<sup>7d</sup>, (CR'R')<sub>x</sub>S(O)<sub>p</sub>(CR'R')<sub>x</sub>R<sup>7b</sup>, (CR'R')<sub>x</sub>S(O)<sub>2</sub>NR<sup>7a</sup>R<sup>7a</sup>, (CR'R')<sub>x</sub>NR<sup>7f</sup>S(O)<sub>2</sub>(CR'R')<sub>x</sub>R<sup>7b</sup>, C<sub>1-6</sub> haloalkyl, and (CR'R')<sub>x</sub>phenyl substituted with 0-3 R<sup>7e</sup>;

R<sup>7a</sup>, at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, prop-2-enyl, 2-methyl-2-propenyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, CH<sub>2</sub>cyclopropyl, and benzyl;

R<sup>7b</sup>, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl,

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cyclopropyl, cyclopentyl, CH<sub>2</sub>-cyclopentyl, cyclohexyl, CH<sub>2</sub>-cyclohexyl, CF<sub>3</sub>, pyrrolidinyl, morpholinyl, piperizenyl substituted with 0-1 R<sup>7e</sup>, and azetidiny;

R<sup>7d</sup>, at each occurrence, is selected from methyl, CF<sub>3</sub>, CF<sub>2</sub>CF<sub>3</sub>, CHF<sub>2</sub>, CH<sub>2</sub>F, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, and cyclopropyl;

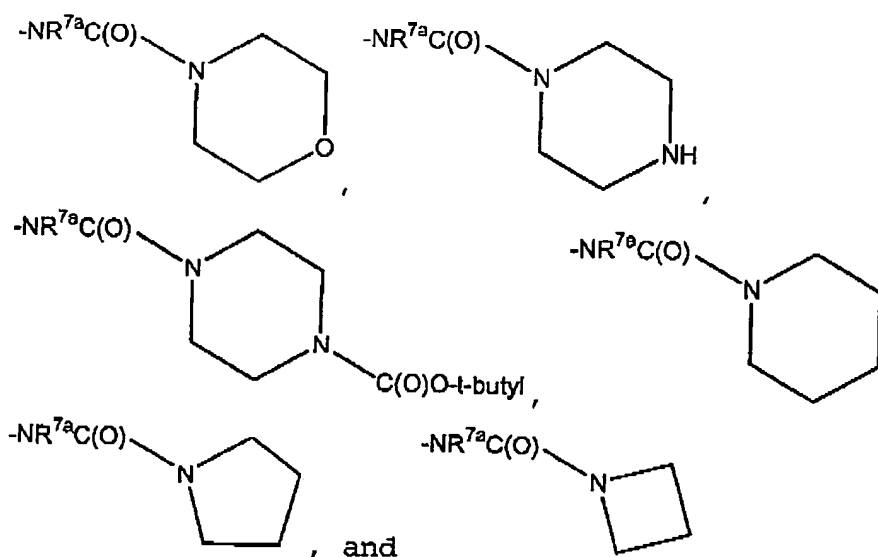
R<sup>7e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, C(O)OC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>7f</sup>R<sup>7f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>7f</sup>, at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, and phenyl; and

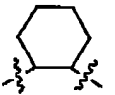
r is 0 or 1.

9. (ORIGINAL) The compound of claim 8, wherein:

R<sup>7</sup> is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, Cl, Br, I, F, CN, NO<sub>2</sub>, NR<sup>7a</sup>R<sup>7a</sup>, NHC(O)NHR<sup>7a</sup>, NR<sup>7a</sup>C(O)R<sup>7b</sup>, NR<sup>7a</sup>C(O)OR<sup>7d</sup>, CF<sub>3</sub>, CF<sub>2</sub>CF<sub>3</sub>, CHF<sub>2</sub>, CH<sub>2</sub>F, OCF<sub>3</sub>, C(O)R<sup>7b</sup>, C(O)OR<sup>7d</sup>, NR<sup>7f</sup>C(O)NR<sup>7a</sup>R<sup>7a</sup>, NHS(O)<sub>2</sub>R<sup>7b</sup>,

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10. (PREVIOUSLY PRESENTED) The compound of claim 9, wherein:

ring B is , ring B being optionally substituted with 0-1  $R^5$ ;

$R^1$  is selected from a  $C_{6-10}$  aryl group substituted with 0-3  $R^6$  wherein the aryl group is selected from phenyl and naphthyl,

$R^6$  is selected from methyl, ethyl, propyl, i-propyl, butyl, F, Cl, Br, I,  $NO_2$ , CN,  $O(CH_2)_rR^{6d}$ ,  $C(O)H$ ,  $C(O)R^{6d}$ ,  $C(O)OH$ ,  $SR^{6d}$ ,  $NR^{6a}R^{6a}$ ,  $NC(O)R^{6b}$ ,  $OC(O)R^{6b}$ ,  $S(O)_pR^{6b}$ ,  $(CHR')_rS(O)_2NR^{6a}R^{6a}$ , and  $CF_3$ ;

$R^{6a}$  is H, methyl, or ethyl;

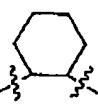
$R^{6b}$  is H, methyl, ethyl, propyl, i-propyl or butyl;

$R^{6d}$  is methyl, phenyl,  $CF_3$ , and  $(CH_2)$ -phenyl; and

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r is 0 or 1.

11. (PREVIOUSLY PRESENTED) The compound of claim 10, wherein:

ring B is , ring B being substituted with 0-1 R<sup>5</sup>;

R<sup>1</sup> is selected from a C<sub>6-10</sub> aryl group substituted with 0-3 R<sup>6</sup> wherein the aryl group is selected from phenyl;

R<sup>4</sup> is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, allyl and (CH<sub>2</sub>)<sub>r</sub> C(O)R<sup>4b</sup>;

R<sup>5</sup> is selected from H, OH, OCH<sub>3</sub>, and NR<sup>5a</sup>R<sup>5a</sup>;

R<sup>5a</sup> is selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, cyclopropyl, cyclopropylmethyl, acetyl, methanesulfonyl, -C(O)CF<sub>3</sub>, C(=N)NH<sub>2</sub>, benzyl, and -C(O)O-t-butyl;

R<sup>6</sup> is selected from methyl, ethyl, propyl, i-propyl, butyl, vinyl, F, Cl, Br, I, CN, NR<sup>6a</sup>R<sup>6a</sup>, C(O)H, C(O)OH, C(O)R<sup>6b</sup>, SR<sup>6d</sup>, S(O)<sub>p</sub>R<sup>6d</sup>, S(O)<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, CF<sub>3</sub>, and CH<sub>2</sub>OH;

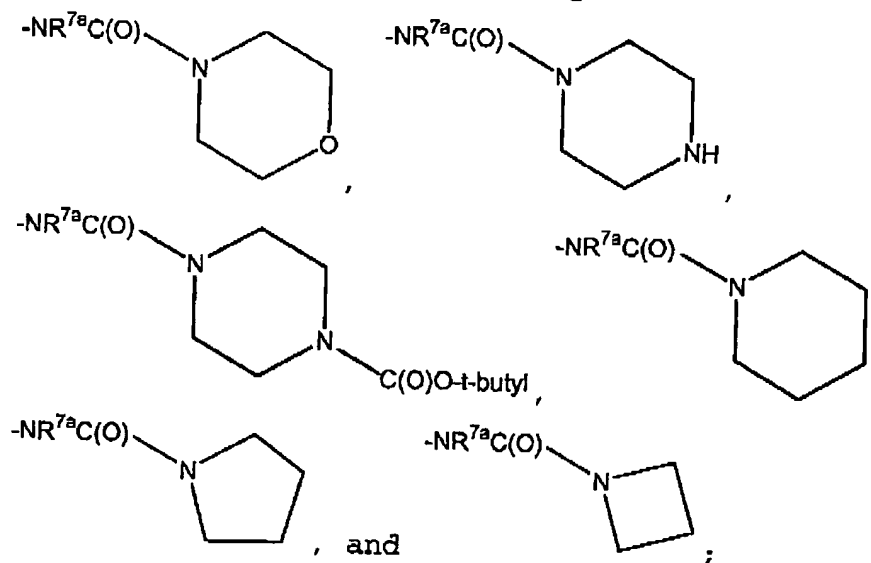
R<sup>6b</sup> is H, methyl, ethyl, propyl, i-propyl or butyl;

R<sup>6d</sup> is methyl;

R<sup>7</sup> is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, Cl, Br, I, F, CN, NO<sub>2</sub>,

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$\text{NR}^{7a}\text{R}^{7a}$ ,  $\text{NHC(O)NHR}^{7a}$ ,  $\text{NR}^{7a}\text{C(O)R}^{7b}$ ,  $\text{NR}^{7a}\text{C(O)OR}^{7d}$ ,  $\text{CF}_3$ ,  $\text{CF}_2\text{CF}_3$ ,  $\text{CHF}_2$ ,  $\text{CH}_2\text{F}$ ,  $\text{OCF}_3$ ,  $\text{OCF}_2\text{CF}_3$ ,  $\text{OCHF}_2$ , and  $\text{OCH}_2\text{F}$ ,  $\text{C(O)OR}^{7d}$ ,  $\text{C(O)R}^{7b}$ ,  $\text{NR}^{7f}\text{C(O)NR}^{7a}\text{R}^{7a}$ ,  $\text{NHS(O)}_2\text{R}^{7b}$ ,

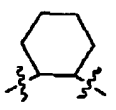


$\text{R}^{7a}$  is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, neo-pentyl, cyclopropyl, cyclobutyl, cyclopentyl, and cyclohexyl;

$\text{R}^{7b}$  is selected from cyclohexyl and  $\text{CF}_3$ ; and

$\text{R}^{7d}$  is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, and t-butyl.

12. (ORIGINAL) The compound of claim 11, wherein:

ring B is selected from , ring B being substituted with 0-1  $\text{R}^5$ ;

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R<sup>1</sup> is selected from a C<sub>6-10</sub> aryl group substituted with 0-3 R<sup>6</sup> wherein the aryl group is phenyl;

R<sup>6</sup> is selected from methyl, ethyl, propyl, i-propyl, F, Cl, Br, CN, SCH<sub>3</sub>, and CF<sub>3</sub>;


R<sup>7</sup> is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, pentyl, hexyl, phenyl, adamantyl, benzyl, Cl, Br, I, F, CN, NO<sub>2</sub>, NR<sup>7a</sup>R<sup>7a</sup>, OR<sup>7d</sup>, NHC(O)NHR<sup>7a</sup>, NR<sup>7a</sup>C(O)R<sup>7b</sup>, NR<sup>7a</sup>C(O)OR<sup>7d</sup>, CF<sub>3</sub>, CF<sub>2</sub>CF<sub>3</sub>, CHF<sub>2</sub>, CH<sub>2</sub>F, OCF<sub>3</sub>, OCF<sub>2</sub>CF<sub>3</sub>, OCHF<sub>2</sub>, and OCH<sub>2</sub>F, C(O)OR<sup>7d</sup>, C(O)R<sup>7b</sup>, and NR<sup>7f</sup>C(O)NR<sup>7a</sup>R<sup>7a</sup>;

R<sup>7a</sup> is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, neo-pentyl, cyclopropyl, cyclobutyl, cyclopentyl, and cyclohexyl.

13. (ORIGINAL) The compound of claim 12, wherein

E is selected from -CH<sub>2</sub>-NH-, -C(O)-NH- and -SO<sub>2</sub>-CH<sub>2</sub>-.

14. (ORIGINAL) The compound of claim 1, wherein

B is , ring B being substituted with 0-1 R<sup>5</sup>; and

R<sup>5</sup> is selected from H, N(→O)R<sup>5a</sup>R<sup>5a</sup>, N<sub>3</sub>, NR<sup>5a</sup>C(O)R<sup>5b</sup>, NR<sup>5a</sup>C(O)H, NR<sup>5a</sup>C(O)OR<sup>5d</sup>, NR<sup>5a</sup>C(O)NR<sup>5a</sup>R<sup>5a</sup>, and NR<sup>5a</sup>R<sup>5a</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>5e</sup>, wherein the heterocyclic system is selected from pyrrolidinyl,

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piperidinyl, pyrrolidin-2-one, and isothiazolidine 1,1-dioxide.

15. (CANCELED)

16. (ORIGINAL) The compound of claim 12, wherein

$R^6$  is selected from methyl, ethyl, propyl, i-propyl, butyl, vinyl, F, Cl, Br, I, C(O)H, C(O) $R^{6b}$ ,  $SR^{6d}$ , S(O) $_pR^{6d}$ ,  $CF_3$ , and  $CH_2OH$ ;

$R^{6b}$  is H, methyl, ethyl, propyl, i-propyl or butyl;

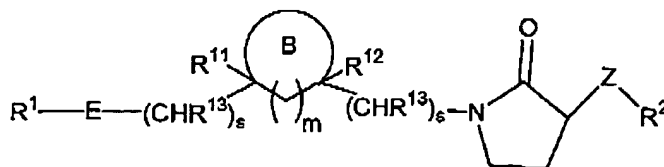
$R^{6d}$  is methyl;

$R^7$  is selected from Cl, Br,  $NR^{7a}R^{7a}$ ,  $NR^{7a}C(O)OR^{7d}$ ,  $NHC(O)NHR^{7a}$ ,  $OCF_3$ , and  $CF_3$ ;

$R^{7a}$  is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, neo-pentyl, cyclopropyl, cyclobutyl, cyclopentyl, and cyclohexyl;

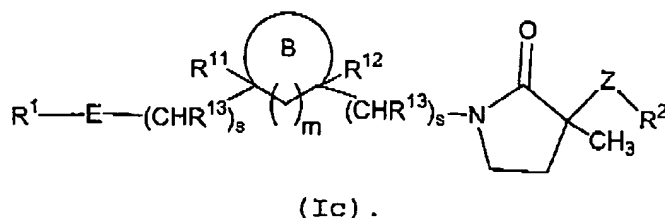
$R^{7d}$  is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, and t-butyl.

17. (ORIGINAL) The compound of claim 1, wherein the compound is of formula (Ia) or (Ic)



(Ia)

or

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18. (PREVIOUSLY PRESENTED) The compound of claim 1, wherein the compound is of formula (I) is selected:

3-(Benzo[b]thiophen-3-ylamino)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-2-one;

(S)-3-(6-chloroquinazolin-4-ylamino)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-2-one;

(S)-3-(6,8-dichloroquinazolin-4-ylamino)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-2-one;

3-((E)-3(R\*)-(trifluoromethyl)styryl)-1-((1S\*,2R\*,4R\*)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-2-one;

(R)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-3-(6-(trifluoromethyl)quinolin-4-ylamino)pyrrolidin-2-one;



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- (S)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-3-(6-(trifluoromethyl)quinolin-4-ylamino)pyrrolidin-2-one;
- (R)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-3-(7-(trifluoromethyl)quinolin-4-ylamino)pyrrolidin-2-one;
- (S)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-3-(7-(trifluoromethyl)quinolin-4-ylamino)pyrrolidin-2-one;
- 1-[(1S, 2R, 4R)-2-Benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-chloro-2-trifluoromethyl-quinazolin-4-ylamino)-pyrrolidin-2-one;
- 1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(7-chloro-quinazolin-4-ylamino)-pyrrolidin-2-one;
- 1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(2,6-dichloro-quinazolin-4-ylamino)-pyrrolidin-2-one;
- 1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-chloro-2-dimethylamino-quinazolin-4-ylamino)-pyrrolidin-2-one;
- 1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-chloro-2-hydroxy-quinazolin-4-ylamino)-pyrrolidin-2-one;

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1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-trifluoromethyl-quinazolin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-tert-butyl-thieno[3,2-d]pyrimidin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-tert-butyl-2-trifluoromethyl-thieno[3,2-d]pyrimidin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-tert-butyl-pyrrolo[2,1-f][1,2,4]triazin-4-ylamino)-pyrrolidin-2-one;

(3S)-3-(6-Adamantan-1-yl-pyrrolo[2,1-f][1,2,4]triazin-4-ylamino)-1-[(1S,2R,4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6,7-dimethoxy-quinazolin-4-ylamino)-pyrrolidin-2-one;

1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-fluoro-quinazolin-4-ylamino)-pyrrolidin-2-one;

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- 1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-methyl-quinazolin-4-ylamino)-pyrrolidin-2-one;
- 1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-phenyl-thieno[2,3-d]pyrimidin-4-ylamino)-pyrrolidin-2-one;
- 1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-chloro-2-propyl-pyrido[2,3-d]pyrimidin-4-ylamino)-pyrrolidin-2-one;
- 1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-chloro-2-isopropyl-quinazolin-4-ylamino)-pyrrolidin-2-one;
- 1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(2-tert-butyl-6-chloro-quinazolin-4-ylamino)-pyrrolidin-2-one;
- 1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-chloro-2-methyl-quinazolin-4-ylamino)-pyrrolidin-2-one;
- 1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-chloro-2-ethyl-quinazolin-4-ylamino)-pyrrolidin-2-one;
- 1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-tert-butyl-pyrimido[5,4-d]pyrimidin-4-ylamino)-pyrrolidin-2-one;

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- 1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(pyrido[2,3-d]pyrimidin-4-ylamino)-pyrrolidin-2-one;
- 1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-chloro-pyrido[2,3-d]pyrimidin-4-ylamino)-pyrrolidin-2-one;
- 1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-chloro-2-trifluoromethyl-pyrido[2,3-d]pyrimidin-4-ylamino)-pyrrolidin-2-one;
- 1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-trifluoromethoxy-pyrido[2,3-d]pyrimidin-4-ylamino)-pyrrolidin-2-one;
- 1-[(1S, 2R, 4R)-2-benzenesulfonylmethyl-4-(isopropyl-methyl-amino)-cyclohexyl]-(3S)-3-(6-chloro-2-methylamino-quinazolin-4-ylamino)-pyrrolidin-2-one;
- (3S)-3-(6-Fluoro-quinazolin-4-ylamino)-1-[(1S, 2R, 4R)-4-(isopropyl-methyl-amino)-2-(toluene-4-sulfonylmethyl)-cyclohexyl]-pyrrolidin-2-one;
- (S)-3-(6-Bromoquinazolin-4-ylamino)-1-[(1S, 2R, 4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl]-pyrrolidin-2-one;
- (S)-3-(6,7-Difluoroquinazolin-4-ylamino)-1-[(1S, 2R, 4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl]-pyrrolidin-2-one;

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(S)-3-(6-Methoxyquinazolin-4-ylamino)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-2-one;

((S)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)-3-(quinazolin-4-ylamino)pyrrolidin-2-one;

(S)-3-(6-Iodoquinazolin-4-ylamino)-1-((1S,2R,4R)-4-(isopropyl(methyl)amino)-2-(phenylsulfonylmethyl)cyclohexyl)pyrrolidin-2-one.

19. (ORIGINAL) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of claim 1.

20. - 24. (CANCELED)

25. (WITHDRAWN, CURRENTLY AMENDED) ~~The method for treating disorders, of claim 24,~~ A method for treating disorders, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1, wherein said disorders being selected from alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerulonephritis, asthma, multiple sclerosis, arteriosclerosis, rheumatoid arthritis, retinosis, organ transplantation, ~~and cancer.~~

26. (WITHDRAWN) The method for treating disorders, of claim 25, wherein said disorders being selected from asthma, multiple sclerosis, arteriosclerosis, and rheumatoid arthritis.

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27. - 28. (CANCELED)

29. (WITHDRAWN, CURRENTLY AMENDED) The method for treating disorders, of claim 25, wherein said disorders being selected from restinosis, organ transplantation, ~~and cancer.~~

30. - 36. (CANCELED)

37. (PREVIOUSLY PRESENTED) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of claim 7.

38. (PREVIOUSLY PRESENTED) A method for treating disorders, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 7, said disorders being selected from asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.